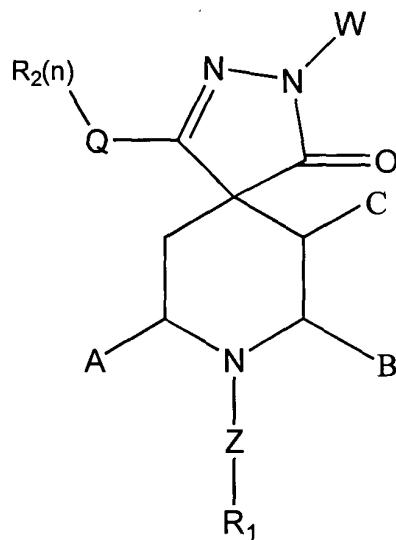


LISTING OF CLAIMS

1. (Currently Amended) A compound of formula (I):



(I)

wherein W is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkylC₁₋₄alkyl-, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy-, C₁₋₁₀ alkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkyl substituted with 1-3 halogen, C₃₋₁₂ cycloalkylC₁₋₄alkyl- substituted with 1-3 halogen, C₁₋₁₀ alkoxy substituted with 1-3 halogen, C₃₋₁₂ cycloalkoxy- substituted with 1-3 halogen, -COOV₁, -C₁₋₄COOV₁, -CH₂OH, -SO₂N(V₁)₂, hydroxyC₁₋₁₀alkyl-, hydroxyC₃₋₁₀cycloalkyl-, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, -CON(V₁)₂, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, sulfonylaminoC₁₋₁₀alkyl-, diaminoalkyl-, -sulfonylC₁₋₄alkyl-, a 6-membered heterocyclic ring, a 6-membered heteroaromatic ring, a 6-membered heterocyclicC₁₋₄alkyl-, a 6-membered heteroaromaticC₁₋₄alkyl-, a 6-membered aromatic ring, a 6-membered aromaticC₁₋₄ alkyl-, a 5-membered heterocyclic ring optionally substituted with an oxo or thio, a 5-membered heteroaromatic ring, a 5-membered heterocyclicC₁₋₄alkyl- optionally substituted with an oxo or thio, a 5-membered heteroaromaticC₁₋₄alkyl-, -C₁₋₅(=O)W₁, -C₁₋₅(=NH)W₁, -C₁₋₅NHC(=O)W₁, -C₁₋₅NHS(=O)₂W₁, -C₁₋₅NHS(=O)W₁, wherein W₁ is hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₁₋₁₀ alkoxy, C₃₋₁₂

cycloalkoxy, -CH₂OH, amino, C₁₋₄alkylamino-, or diC₁₋₄alkylamino-, or a 5-membered heteroaromatic ring optionally substituted with 1-3 lower alkyl;

wherein each V₁ is independently selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, benzyl or phenyl;

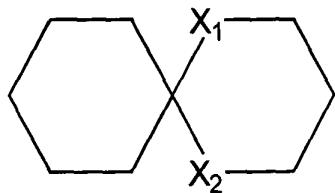
Q is a C₁₋₈ alkyl, 5-8 membered cycloalkyl, 5-8 membered heterocyclic or a 6 membered ~~aromatic~~ or heteroaromatic group;

n is an integer from 0 to 3;

A, B and C are independently hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl, C₁₋₁₀ alkoxy, C₃₋₁₂ cycloalkoxy, -CH₂OH, -NHSO₂, hydroxyC₁₋₁₀alkyl-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, acylamino-, acylaminoalkyl-, amide, sulfonylaminoC₁₋₁₀alkyl-, or A-B can together form a C₂₋₆ bridge, or B-C can together form a C₃₋₇ bridge, or A-C can together form a C₁₋₅ bridge;

Z is selected from the group consisting of a bond, straight or branched C₁₋₆ alkylene, -NH-, -CH₂O-, -CH₂NH-, -CH₂N(CH₃)-, -NHCH₂-, -CH₂CONH-, -NHCH₂CO-, -CH₂CO-, -COCH₂-, -CH₂COCH₂-, -CH(CH₃)-, -CH=, -O- and -HC=CH-, wherein the carbon and/or nitrogen atoms are unsubstituted or substituted with one or more lower alkyl, hydroxy, halo or alkoxy group;

R₁ is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂cycloalkyl, C₂₋₁₀alkenyl, amino, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, -COOV₁, -C₁₋₄COOV₁, cyano, cyanoC₁₋₁₀alkyl-, cyanoC₃₋₁₀cycloalkyl-, NH₂SO₂-, NH₂SO₂C₁₋₄alkyl-, NH₂SOC₁₋₄alkyl-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, diC₁₋₄alkylaminocarbonyl-, benzyl, C₃₋₁₂ cycloalkenyl, a monocyclic, bicyclic or tricyclic aryl or heteroaryl ring, a hetero-monocyclic ring, a hetero-bicyclic ring system, and a spiro ring system of the formula (II):



(II)

wherein X_1 and X_2 are independently selected from the group consisting of NH, O, S and CH₂; and wherein said alkyl, cycloalkyl, alkenyl, C₁₋₁₀alkylamino-, C₃₋₁₂cycloalkylamino-, or benzyl of R₁ is optionally substituted with 1-3 substituents selected from the group consisting of halogen, hydroxy, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, nitro, trifluoromethyl-, cyano, -COOV₁, -C₁₋₄COOV₁, cyanoC₁₋₁₀alkyl-, -C₁₋₅=OW₁, -C₁₋₅NHS(=O)₂W₁, -C₁₋₅NHS(=O)W₁, a 5-membered heteroaromaticC₀₋₄alkyl-, phenyl, benzyl, benzyloxy, said phenyl, benzyl, and benzyloxy optionally being substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl-, C₁₋₁₀ alkoxy-, and cyano; and wherein said C₃₋₁₂ cycloalkyl, C₃₋₁₂ cycloalkenyl, monocyclic, bicyclic or tricyclic aryl, heteroaryl ring, hetero-monocyclic ring, hetero-bicyclic ring system, or spiro ring system of the formula (II) is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, nitro, trifluoromethyl-, phenyl, benzyl, phenoxy and benzyloxy, wherein said phenyl, benzyl, phenoxy or benzyloxy is optionally substituted with 1-3 substituents selected from the group consisting of halogen, C₁₋₁₀ alkyl, C₁₋₁₀ alkoxy, and cyano;

R₂ is selected from the group consisting of hydrogen, C₁₋₁₀ alkyl, C₃₋₁₂ cycloalkyl and halogen, said alkyl or cycloalkyl optionally substituted with an oxo, amino, alkylamino or dialkylamino group;

or a pharmaceutically acceptable salt thereof or solvate thereof.

Claims 2-31 (Canceled)

32. (New) A compound of claim 1, wherein Q is a 6 membered heteroaromatic group containing 1-3 nitrogen atoms.

33. (New) A compound of claim 1, wherein W is selected from the group consisting of -CH₂C=ONH₂, -C(NH)NH₂, pyridylmethyl, cyclopentyl, cyclohexyl, furanylmethyl, -C=OCH₃, -CH₂CH₂NHC=OCH₃, -SO₂CH₃, CH₂CH₂NHSO₂CH₃, furanylcarbonyl-, methylpyrrolylcarbonyl-, diazolecarbonyl-, azolemethyl-, trifluoroethyl-, hydroxyethyl-, cyanomethyl-, oxo-oxazolemethyl-, and diazolemethyl-.

34. (New) A compound of claim 1, wherein ZR₁ is selected from the group consisting of cyclohexylethyl-, cyclohexylmethyl-, cyclopentylmethyl-, dimethylcyclohexylmethyl-, phenylethyl-, pyrrolyltrifluoroethyl-, thienyltrifluoroethyl-, pyridylethyl-, cyclopentyl-, cyclohexyl-, methoxycyclohexyl-, tetrahydropyranyl-, propylpiperidinyl-, indolylmethyl-, pyrazoylpentyl-, thiazolylethyl-, phenyltrifluoroethyl-, hydroxyhexyl-, methoxyhexyl-, isopropoxybutyl-, hexyl-, and oxocanylpropyl-.

35. (New) A compound of claim 1, wherein at least one of ZR₁ or W is selected from the group consisting of CH₂COOV₁, tetrazolylmethyl-, cyanomethyl-, NH₂SO₂methyl-, NH₂SOmethyl-, aminocarbonylmethyl-, C₁₋₄alkylaminocarbonylmethyl-, and diC₁₋₄alkylaminocarbonylmethyl-.

36. (New) A compound of claim 1, wherein ZR₁ is 3,3 diphenylpropyl optionally substituted at the 3 carbon of the propyl with -COOV₁, tetrazolylC₀₋₄alkyl-, cyano-, aminocarbonyl-, C₁₋₄alkylaminocarbonyl-, or diC₁₋₄alkylaminocarbonyl-.

37. (New) A pharmaceutical composition comprising a compound of claim 1 and at least one pharmaceutically acceptable excipient.

38. (New) A method of treating pain comprising administering to a patient in need thereof, an

effective amount of an analgesic compound according to claim 1.

39. (New) A method of modulating a pharmacological response from the ORL1 receptor comprising administering to a patient in need thereof, an effective amount of a compound according to claim 1.

40. (New) A method of modulating a pharmacological response from an opioid receptor comprising administering to a patient in need thereof, an effective amount of a compound according to claim 1.